

EXHIBIT V

1 - HIGHLY CONFIDENTIAL - DIDRIC CEDERHOLM -

2 A P P E A R A N C E S :

3

4 DICKSTEIN SHAPIRO LLP

5 Attorneys for the GUC Trust

6 1633 Broadway

7 New York, New York 10019-6708

8 BY: ERIC B. FISHER, ESQ.

9 KATIE L. COOPERMAN, ESQ.

10 JONATHAN A. ZAKHEIM, ESQ.

11

12 GREENBERG TRAURIG LLP

13 Attorneys for Aurelius and the Witness

14 200 Park Avenue

15 New York, New York 10160

16 BY: BRUCE R. ZIRINSKY, ESQ.

17 KEVIN D. FINGER, ESQ.

18 JOHN BAE, ESQ.

19

20 KING & SPALDING, LLP

21 Attorneys for New GM

22 1185 Avenue of the Americas

23 New York, New York 10036-4003

24 BY: ARTHUR J. STEINBERG, ESQ.

25 SCOTT DAVIDSON, ESQ.

1 - HIGHLY CONFIDENTIAL - DIDRIC CEDERHOLM -
2 JOHN CALABRO, ESQ.

3

4 AKIN GUMP STRAUSS HAUER & FELD, LLP
5 Attorneys for Green Hunt Wedlake, Inc.

6 One Bryant Park

7 New York, New York 10036

8 BY: SEAN E. O'DONNELL, ESQ.

9 DEAN L. CHAPMAN, ESQ.

10

11 PAUL HASTINGS, LLP

12 Attorneys for Appaloosa Management

13 75 East 55th Street

14 New York, New York 10022

15 BY: MARIA E. DOUVAS, ESQ.

16

17 BROWN RUDNICK LLP

18 Attorneys for Certain of the

19 GM Nova Scotia Noteholders

20 Seven Times Square

21 New York, New York 10036

22 BY: JAMILA JUSTINE WILLIS, ESQ.

23

24

25

1 - HIGHLY CONFIDENTIAL - DIDRIC CEDERHOLM -

2 DIDRIC CEDERHOLM, called as a

3 witness, having been duly sworn on

4 March 15, 2012, by a Notary Public, was

5 examined and testified as follows:

6 40 West 59th Street

7 New York, NY 10019

8 (Business)

9

10 EXAMINATION BY MR. FISHER:

11 Q. Good morning, Mr. Cederholm.

12 A. Good morning.

13 Q. My name is Eric Fisher, and I'm with
14 the law firm of Dickstein Shapiro and we represent
15 the GUC Trust in this proceeding.

16 I'm going to be asking you a number
17 of questions today. If you don't understand a
18 question, please let me know and I'll be happy to
19 rephrase. Okay?

20 A. Yes.

21 Q. And if you want to take a break --

22 (Whereupon, a brief discussion was
23 held off record.)

24 MR. FISHER: So let's go back on the
25 record. Good morning, Arthur.

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2 A. Before it had to be.

3 Q. And was it ready at 4:00 a.m.?

4 A. Are you asking me when all the sig
5 pages were on the table?

6 Q. No. Did Elliott sign the final
7 version of the lockup agreement?

8 A. Yes, we did.

9 Q. Well, my question is just, if you
10 know, when did that lockup agreement reach its
11 final form?

12 MR. FINGER: Objection to form and
13 foundation.

14 A. We signed our signature page I
15 believe in the evening of that Sunday. And that
16 signature page was given to Greenberg Traurig to
17 be held in trust until the document was
18 effectively agreed upon by the parties.

19 Q. And it's really the last part of your
20 answer that I'm asking about, which is when was
21 the document effectively agreed upon?

22 A. So, effectively, in substance, my
23 view was that it was agreed upon when Todd
24 Chandler walked into the room and said we had an
25 agreement. That was about 4:00. Then there was a

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2 delay until they were able to actually get
3 sign-off from other parties who weren't in the
4 room, but still needed to opine because of how
5 this bankruptcy evolved and because of all the
6 parties that -- that were involved.

7 And that occurred -- you know, that
8 had occurred when we were allowed to walk in and
9 confirm that the signature pages of all the
10 parties relevant were on the table in that room.
11 It was light out. We stayed there all night. It
12 was early morning and it was before -- when I said
13 before it had to be, it was before GM filed for
14 bankruptcy.

15 Q. What time?

16 A. GM filed for bankruptcy sometime
17 before 8:00 a.m. I believe. I think I walked into
18 that room somewhere between 6:00 and 7:15, but
19 recall our sig page had been released way before I
20 walked into that room. We walked into that room
21 when the Canadian minister had effectively blessed
22 the deal and others whom I did not take part in
23 those discussions.

24 Q. Who released your signature page?

25 A. That would be Bruce I believe.

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